

SEP 11 '06 4-52 PM

SURFACE TRANSPORTATION BOARD

Law Offices of
Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204
(202) 466-6532
Lou_Gitomer@verizon.net

September 11, 2006

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment, a secondary document, dated as of July 7, 2006. The primary document to which this is connected is recorded under Recordation No. 26446. We request that one copy of this document be recorded under Recordation No. 26446-A.

The names and addresses of the parties to the Memorandum of Assignment are:

Assignor:

General Electric Railcar Service Corporation
161 North Clark Street
Chicago, IL 60601

Assignee:

LaSalle Bank National Leasing Corporation
One West Pennsylvania Avenue
Towson, MD 21204

A description of the equipment covered by the Memorandum of Assignment consists of 174 covered hopper cars numbered CNW 753700-753712, inclusive, 753714-753720, inclusive, 753723-753746, inclusive, 753748-753751, inclusive, 753753-753756, inclusive, 753758-753778, inclusive, 753780-753784, inclusive, 753786-753792, inclusive, 753794-753797, inclusive, 753799, 753801, 753802, 753804-753818, inclusive, 753820, 753821, 753823-753832, inclusive, 753835, 753836, 753838-753850,

Honorable Vernon A. Williams
September 11, 2006
Page 2

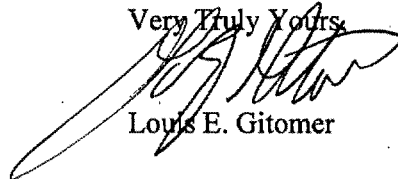
inclusive, 753852-753855, inclusive, 753857-753859, inclusive, 753861-753871,
inclusive, 753873, 753875-753881, inclusive, and 753883-753896, inclusive.

A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Assignment between General Electric Railcar Service Corporation, 161 North Clark Street, Chicago, IL 60601, and LaSalle Bank National Leasing Corporation, One West Pennsylvania Avenue, Towson, MD 21204, covering 174 covered hopper cars numbered CNW 753700-753712, inclusive, 753714-753720, inclusive, 753723-753746, inclusive, 753748-753751, inclusive, 753753-753756, inclusive, 753758-753778, inclusive, 753780-753784, inclusive, 753786-753792, inclusive, 753794-753797, inclusive, 753799, 753801, 753802, 753804-753818, inclusive, 753820, 753821, 753823-753832, inclusive, 753835, 753836, 753838-753850, inclusive, 753852-753855, inclusive, 753857-753859, inclusive, 753861-753871, inclusive, 753873, 753875-753881, inclusive, and 753883-753896, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO.

26446-A
FILED

SEP 11 '06

4-52 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT

THIS MEMORANDUM OF ASSIGNMENT (this "Memorandum"), dated July 7, 2006, is between GENERAL ELECTRIC RAILCAR SERVICES CORPORATION ("Assignor") and LASALLE NATIONAL LEASING CORPORATION ("Assignee") in respect of that certain Assignment Agreement (the "Assignment Agreement"), made as of even date herewith, by and between Assignor and Assignee.

Assignor and Assignee hereby affirm and acknowledge that:

1. Assignor has assigned to Assignee and Assignee has assumed from Assignor all of Assignor's right, title and interest in and obligations under the Lease, as it relates to the Equipment (as each term is defined in Schedule 1 hereto), effective as of the date hereof and subject to the terms set forth in the Assignment Agreement.

2. Assignor and Assignee further acknowledge and affirm that this Memorandum is not a summary of the Assignment Agreement nor a complete recitation of the terms and provisions thereof. Accordingly, Assignor and Assignee hereby agree that in the event of a conflict between this Memorandum and any provisions of the Assignment Agreement, the Assignment Agreement shall control.

3. This Memorandum is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and may be executed in counterparts.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Memorandum to be duly executed by their respective officers on the date first above written.

LASALLE NATIONAL LEASING
CORPORATION

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

By: 
Name: THOMAS M. JASCHIK
Title: GROUP SENIOR VICE PRESIDENT

By: _____
Name: _____
Title: _____

MEMORANDUM OF ASSIGNMENT

THIS MEMORANDUM OF ASSIGNMENT (this "Memorandum"), dated July 7, 2006, is between GENERAL ELECTRIC RAILCAR SERVICES CORPORATION ("Assignor") and LASALLE NATIONAL LEASING CORPORATION ("Assignee") in respect of that certain Assignment Agreement (the "Assignment Agreement"), made as of even date herewith, by and between Assignor and Assignee.

Assignor and Assignee hereby affirm and acknowledge that:

1. Assignor has assigned to Assignee and Assignee has assumed from Assignor all of Assignor's right, title and interest in and obligations under the Lease, as it relates to the Equipment (as each term is defined in Schedule 1 hereto), effective as of the date hereof and subject to the terms set forth in the Assignment Agreement.

2. Assignor and Assignee further acknowledge and affirm that this Memorandum is not a summary of the Assignment Agreement nor a complete recitation of the terms and provisions thereof. Accordingly, Assignor and Assignee hereby agree that in the event of a conflict between this Memorandum and any provisions of the Assignment Agreement, the Assignment Agreement shall control.

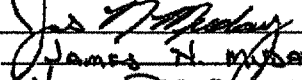
3. This Memorandum is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and may be executed in counterparts.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Memorandum to be duly executed by their respective officers on the date first above written.

LASALLE NATIONAL LEASING
CORPORATION

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

By: _____
Name: _____
Title: _____

By: 
Name: James H. M. 2007
Title: VICE - PRESIDENT

STATE OF _____)
) ss.
COUNTY OF _____)

On this ____ day of _____, 2006, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is a duly authorized officer of General Electric Railcar Services Corporation, that the foregoing instrument was signed on behalf of said company in such capacity, and acknowledged that the execution of the said instrument was his own free act and deed.

NOTARY PUBLIC

My commission expires: _____

STATE OF Maryland)
) ss.
COUNTY OF Baltimore)

On this 7th day of July, 2006, before me personally appeared Thomas M. Jaschik, GSVP, to me personally known, who being by me duly sworn, says that he/she is a duly authorized officer of Lasalle National Leasing Corporation, that the foregoing instrument was signed on behalf of said company in such capacity, and acknowledged that the execution of the said instrument was his/her own free act and deed.

Regina M. McManus
NOTARY PUBLIC

My commission expires: 10/1/08

REGINA M. MCMANUS
NOTARY PUBLIC
BALTIMORE COUNTY

STATE OF Illinois

COUNTY OF Cook

) ss.

On this 5th day of July, 2006, before me personally appeared James N. Munday, to me personally known, who being by me duly sworn, says that he is a duly authorized officer of General Electric Railcar Services Corporation, that the foregoing instrument was signed on behalf of said company in such capacity, and acknowledged that the execution of the said instrument was his own free act and deed.

My commission expires: 2/20/10

NOTARY PUBLIC



STATE OF _____

COUNTY OF _____

) ss.

On this ____ day of _____, 2006, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he/she is a duly authorized officer of Lasalle National Leasing Corporation, that the foregoing instrument was signed on behalf of said company in such capacity, and acknowledged that the execution of the said instrument was his/her own free act and deed.

My commission expires: _____

NOTARY PUBLIC

Schedule 1
Definitions

For purposes of this Memorandum, the following terms shall have the following meanings:

Lease: Rider No. 71 to Car Leasing Agreement No. 8812-83, between Assignor and Union Pacific Railroad Company ("Lessee"), signed by Assignor on December 12, 2005 and by Lessee on December 2, 2005, which incorporates by reference the terms and conditions of that certain Car Leasing Agreement No. 8812-83, dated as of October 14, 1986, between Assignor and Lessee.

Equipment: The 174 units of 4,750 cu. ft. gravity hopper cars as further described on Schedule 2 hereto.

Schedule 2
Equipment

AAR

<u>Unit</u> <u>Count</u>	<u>Lessee</u>	<u>Reporting Mark</u>
1	Union Pacific Railroad Company	CNW 753700
2	Union Pacific Railroad Company	CNW 753701
3	Union Pacific Railroad Company	CNW 753702
4	Union Pacific Railroad Company	CNW 753703
5	Union Pacific Railroad Company	CNW 753704
6	Union Pacific Railroad Company	CNW 753705
7	Union Pacific Railroad Company	CNW 753706
8	Union Pacific Railroad Company	CNW 753707
9	Union Pacific Railroad Company	CNW 753708
10	Union Pacific Railroad Company	CNW 753709
11	Union Pacific Railroad Company	CNW 753710
12	Union Pacific Railroad Company	CNW 753711
13	Union Pacific Railroad Company	CNW 753712
14	Union Pacific Railroad Company	CNW 753714
15	Union Pacific Railroad Company	CNW 753715
16	Union Pacific Railroad Company	CNW 753716
17	Union Pacific Railroad Company	CNW 753717
18	Union Pacific Railroad Company	CNW 753718
19	Union Pacific Railroad Company	CNW 753719
20	Union Pacific Railroad Company	CNW 753720
21	Union Pacific Railroad Company	CNW 753723
22	Union Pacific Railroad Company	CNW 753724
23	Union Pacific Railroad Company	CNW 753725
24	Union Pacific Railroad Company	CNW 753726
25	Union Pacific Railroad Company	CNW 753727
26	Union Pacific Railroad Company	CNW 753728
27	Union Pacific Railroad Company	CNW 753729
28	Union Pacific Railroad Company	CNW 753730
29	Union Pacific Railroad Company	CNW 753731
30	Union Pacific Railroad Company	CNW 753732
31	Union Pacific Railroad Company	CNW 753733
32	Union Pacific Railroad Company	CNW 753734
33	Union Pacific Railroad Company	CNW 753735
34	Union Pacific Railroad Company	CNW 753736
35	Union Pacific Railroad Company	CNW 753737
36	Union Pacific Railroad Company	CNW 753738
37	Union Pacific Railroad Company	CNW 753739
38	Union Pacific Railroad Company	CNW 753740
39	Union Pacific Railroad Company	CNW 753741
40	Union Pacific Railroad Company	CNW 753742
41	Union Pacific Railroad Company	CNW 753743
42	Union Pacific Railroad Company	CNW 753744
43	Union Pacific Railroad Company	CNW 753745
44	Union Pacific Railroad Company	CNW 753746

45	Union Pacific Railroad Company	CNW	753748
46	Union Pacific Railroad Company	CNW	753749
47	Union Pacific Railroad Company	CNW	753750
48	Union Pacific Railroad Company	CNW	753751
49	Union Pacific Railroad Company	CNW	753753
50	Union Pacific Railroad Company	CNW	753754
51	Union Pacific Railroad Company	CNW	753755
52	Union Pacific Railroad Company	CNW	753756
53	Union Pacific Railroad Company	CNW	753758
54	Union Pacific Railroad Company	CNW	753759
55	Union Pacific Railroad Company	CNW	753760
56	Union Pacific Railroad Company	CNW	753761
57	Union Pacific Railroad Company	CNW	753762
58	Union Pacific Railroad Company	CNW	753763
59	Union Pacific Railroad Company	CNW	753764
60	Union Pacific Railroad Company	CNW	753765
61	Union Pacific Railroad Company	CNW	753766
62	Union Pacific Railroad Company	CNW	753767
63	Union Pacific Railroad Company	CNW	753768
64	Union Pacific Railroad Company	CNW	753769
65	Union Pacific Railroad Company	CNW	753770
66	Union Pacific Railroad Company	CNW	753771
67	Union Pacific Railroad Company	CNW	753772
68	Union Pacific Railroad Company	CNW	753773
69	Union Pacific Railroad Company	CNW	753774
70	Union Pacific Railroad Company	CNW	753775
71	Union Pacific Railroad Company	CNW	753776
72	Union Pacific Railroad Company	CNW	753777
73	Union Pacific Railroad Company	CNW	753778
74	Union Pacific Railroad Company	CNW	753780
75	Union Pacific Railroad Company	CNW	753781
76	Union Pacific Railroad Company	CNW	753782
77	Union Pacific Railroad Company	CNW	753783
78	Union Pacific Railroad Company	CNW	753784
79	Union Pacific Railroad Company	CNW	753786
80	Union Pacific Railroad Company	CNW	753787
81	Union Pacific Railroad Company	CNW	753788
82	Union Pacific Railroad Company	CNW	753789
83	Union Pacific Railroad Company	CNW	753790
84	Union Pacific Railroad Company	CNW	753791
85	Union Pacific Railroad Company	CNW	753792
86	Union Pacific Railroad Company	CNW	753794
87	Union Pacific Railroad Company	CNW	753795
88	Union Pacific Railroad Company	CNW	753796
89	Union Pacific Railroad Company	CNW	753797
90	Union Pacific Railroad Company	CNW	753799
91	Union Pacific Railroad Company	CNW	753801
92	Union Pacific Railroad Company	CNW	753802
93	Union Pacific Railroad Company	CNW	753804
94	Union Pacific Railroad Company	CNW	753805

95	Union Pacific Railroad Company	CNW	753806
96	Union Pacific Railroad Company	CNW	753807
97	Union Pacific Railroad Company	CNW	753808
98	Union Pacific Railroad Company	CNW	753809
99	Union Pacific Railroad Company	CNW	753810
100	Union Pacific Railroad Company	CNW	753811
101	Union Pacific Railroad Company	CNW	753812
102	Union Pacific Railroad Company	CNW	753813
103	Union Pacific Railroad Company	CNW	753814
104	Union Pacific Railroad Company	CNW	753815
105	Union Pacific Railroad Company	CNW	753816
106	Union Pacific Railroad Company	CNW	753817
107	Union Pacific Railroad Company	CNW	753818
108	Union Pacific Railroad Company	CNW	753820
109	Union Pacific Railroad Company	CNW	753821
110	Union Pacific Railroad Company	CNW	753823
111	Union Pacific Railroad Company	CNW	753824
112	Union Pacific Railroad Company	CNW	753825
113	Union Pacific Railroad Company	CNW	753826
114	Union Pacific Railroad Company	CNW	753827
115	Union Pacific Railroad Company	CNW	753828
116	Union Pacific Railroad Company	CNW	753829
117	Union Pacific Railroad Company	CNW	753830
118	Union Pacific Railroad Company	CNW	753831
119	Union Pacific Railroad Company	CNW	753832
120	Union Pacific Railroad Company	CNW	753835
121	Union Pacific Railroad Company	CNW	753836
122	Union Pacific Railroad Company	CNW	753838
123	Union Pacific Railroad Company	CNW	753839
124	Union Pacific Railroad Company	CNW	753840
125	Union Pacific Railroad Company	CNW	753841
126	Union Pacific Railroad Company	CNW	753842
127	Union Pacific Railroad Company	CNW	753843
128	Union Pacific Railroad Company	CNW	753844
129	Union Pacific Railroad Company	CNW	753845
130	Union Pacific Railroad Company	CNW	753846
131	Union Pacific Railroad Company	CNW	753847
132	Union Pacific Railroad Company	CNW	753848
133	Union Pacific Railroad Company	CNW	753849
134	Union Pacific Railroad Company	CNW	753850
135	Union Pacific Railroad Company	CNW	753852
136	Union Pacific Railroad Company	CNW	753853
137	Union Pacific Railroad Company	CNW	753854
138	Union Pacific Railroad Company	CNW	753855
139	Union Pacific Railroad Company	CNW	753857
140	Union Pacific Railroad Company	CNW	753858
141	Union Pacific Railroad Company	CNW	753859
142	Union Pacific Railroad Company	CNW	753861
143	Union Pacific Railroad Company	CNW	753862
144	Union Pacific Railroad Company	CNW	753863

145	Union Pacific Railroad Company	CNW	753864
146	Union Pacific Railroad Company	CNW	753865
147	Union Pacific Railroad Company	CNW	753866
148	Union Pacific Railroad Company	CNW	753867
148	Union Pacific Railroad Company	CNW	753868
150	Union Pacific Railroad Company	CNW	753869
151	Union Pacific Railroad Company	CNW	753870
152	Union Pacific Railroad Company	CNW	753871
153	Union Pacific Railroad Company	CNW	753873
154	Union Pacific Railroad Company	CNW	753875
155	Union Pacific Railroad Company	CNW	753876
156	Union Pacific Railroad Company	CNW	753877
157	Union Pacific Railroad Company	CNW	753878
158	Union Pacific Railroad Company	CNW	753879
159	Union Pacific Railroad Company	CNW	753880
160	Union Pacific Railroad Company	CNW	753881
161	Union Pacific Railroad Company	CNW	753883
162	Union Pacific Railroad Company	CNW	753884
163	Union Pacific Railroad Company	CNW	753885
164	Union Pacific Railroad Company	CNW	753886
165	Union Pacific Railroad Company	CNW	753887
166	Union Pacific Railroad Company	CNW	753888
167	Union Pacific Railroad Company	CNW	753889
168	Union Pacific Railroad Company	CNW	753890
169	Union Pacific Railroad Company	CNW	753891
170	Union Pacific Railroad Company	CNW	753892
171	Union Pacific Railroad Company	CNW	753893
172	Union Pacific Railroad Company	CNW	753894
173	Union Pacific Railroad Company	CNW	753895
174	Union Pacific Railroad Company	CNW	753896